

AVI BIOPHARMA INC  
 Form 3/A  
 April 11, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Goolsbee William Alden</p> <p>(Last) (First) (Middle)</p> <p>ONE SW COLUMBIA,Â SUITE 1105</p> <p>(Street)</p> <p>PORTLAND,Â ORÂ 97258</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/29/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AVI BIOPHARMA INC [AVII]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/08/2007</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock <sup>(1)</sup>	<u>(1)</u>	\$ <sup>(1)</sup>	D <sup>(1)</sup>	Â
Call Option (right to buy)	08/24/2007	01/16/2009	Common Stock	428 <sup>(2)</sup>	\$ 5	D	Â
Call Option (right to buy)	08/27/2007	01/16/2009	Common Stock	72 <sup>(3)</sup>	\$ 5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goolsbee William Alden ONE SW COLUMBIA SUITE 1105 PORTLAND,Â ORÂ 97258	Â X	Â	Â	Â

## Signatures

By: Mark M Webber, Attorney-in-fact For: William Alden Goolsbee

04/11/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 3/A is being filed to delete the reporting of stock options included on the Form 3 filed by the reporting person on November 8, 2007. The stock options included on the Form 3 were granted in connection with the reporting person's appointment to AVI BioPharma,

(1) Inc.'s board of directors, and thus should have been reported on a Form 4. A Form 4 reporting the reporting person's holdings of the stock options has been filed commensurate with the filing of this Form 3/A. The 5,000 shares of common stock reported on the Form 3 filed by the reporting person on November 8, 2007 were properly reported on that form, and have been omitted from this Form 3/A.

(2) Represents 42,800 shares of common stock underlying 428 identical call option contracts.

(3) Represents 7,200 shares of common stock underlying 72 identical call option contracts.

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### Remarks:

ThisÂ FormÂ 3/AÂ includesÂ asÂ ExhibitÂ 24Â aÂ powerÂ ofÂ attorneyÂ executedÂ byÂ theÂ reportingÂ person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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